

THIS OBJECTION SEEKS TO DISALLOW, EXPUNGE, MODIFY, OR OTHERWISE AFFECT CERTAIN SCHEDULED CLAIMS AND FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAME(S) AND/OR CLAIM(S) ON THE EXHIBITS TO THE PROPOSED ORDER ANNEXED HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

COLE SCHOTZ P.C.

1325 Avenue of the Americas, 19th Floor
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Daniel F.X. Geoghan

Counsel to the SunEdison Litigation Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SUNEDISON, INC., <i>et al.</i> ,	:	Case No. 16-10992 (DSJ)
	:	
Reorganized Debtors. ¹	:	(Jointly Administered)
	:	

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's tax identification number, are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE Minnesota Holdings, LLC (8926); SunE MN Development Holdings, LLC (5388); SunE MN Development, LLC (8669); Terraform Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Reorganized Debtors' corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

**NOTICE OF HEARING ON SUNEDISON LITIGATION TRUST'S FOURTEENTH
OMNIBUS OBJECTION TO CLAIMS (§ 502(d) DISALLOWANCE)**

TO THE HONORABLE DAVID S. JONES
UNITED STATES BANKRUPTCY JUDGE:

PLEASE TAKE NOTICE that Drivetrain, LLC, as the SunEdison Litigation trustee (“**Trustee**”) of the SunEdison Litigation Trust (the “**Trust**”), hereby files the *SunEdison Litigation Trust’s Fourteenth Omnibus Objection to Claims (§ 502(d) Disallowance)* (the “**Claims Objection**”).

PLEASE TAKE FURTHER NOTICE that responses or objections to the Claims Objection and relief requested therein, if any, must be made in writing and (a) filed with the Bankruptcy Court no later than **December 7, 2021 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) and (b) served as to be actually received by the following parties by the Objection Deadline:

- (i) the Reorganized Debtors, SunEdison, Inc., Two City Place Drive, 2nd Floor, St. Louis, MO 63141, Attn: David Ringhofer;
- (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLC, Four Times Square, New York, NY 10036, Attn: Jay M. Goffman, Esq. (Jay.Goffman@skadden.com) and J. Eric Ivester, Esq. (Eric.Ivester@skadden.com), and 155 North Wacker Dr., Chicago, IL 60606, Attn: James J. Mazza, Jr., Esq. (James.Mazza@skadden.com);
- (iii) co-counsel to the Reorganized Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Scott E. Ratner, Esq. (seratner@teamtogut.com);
- (iv) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Paul Schwartzberg, Esq. (Paul.Schwartzberg@usdoj.gov);
- (v) counsel to the Tranche B Lenders (as defined in the debtor-in-possession credit agreement) and the steering committee of the second lien creditors, Akin Gump Strauss Hauer & Field, LLP, One Bryant Park, Bank of America Tower, New

York, NY 10036, Attn: Arik Preis, Esq. (apreis@akingump.com) and Zach Lanier (zlanier@akingump.com);

- (vi) the Office of the United States Attorney for the Southern District of New York, 86 Chambers Street, 3rd Floor, New York, NY 10007;
- (vii) counsel to the SunEdison Litigation Trust, Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Matthew S. Barr, Esq. and Jacqueline Marcus, Esq. (SunEWeilBFR@weil.com);
- (viii) co-counsel to the SunEdison Litigation Trust, Cole Schotz P.C., 1325 Avenue of the Americas, 19th Floor, New York, NY 10019, Attn: Daniel F.X. Geoghan, Esq. (dgeoghan@coleschotz.com); and Mark Tsukerman, Esq. (mtsukerman@coleschotz.com);
- (ix) counsel to TerraForm Power, Inc. and TerraForm Global, Inc., Kasowitz Benson Torres LLP, 1633 Broadway, New York, NY 10019, Attn: David S. Rosner, Esq. (drosner@kasowitz.com);
- (x) the Internal Revenue Service, 290 Broadway, New York, NY 10007, Attn: District Director; and
- (xi) the Securities and Exchange Commission, 200 Vesey Street, Suite 400, New York, NY 10281, Attn: Bankruptcy Department.

PLEASE TAKE FURTHER NOTICE that a hearing on the Claims Objection will be held before the Honorable David S. Jones, United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 501, New York, New York 10004 (the “**Bankruptcy Court**”), on **December 14, 2021 at 10:00 a.m. (ET)**, or as soon thereafter as counsel may be heard.

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PLEASE TAKE FURTHER NOTICE that unless a written objection to the Claims Objection, with proof of service, is filed with the Bankruptcy Court and a courtesy copy delivered to the Honorable David S. Jones's chambers by the Objection Deadline, the Trust may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order attached to the Claims Objection, which order may be entered with no further notice or opportunity to be heard.

Dated: New York, New York
November 15, 2021

COLE SCHOTZ P.C.
Counsel to Plaintiff SunEdison Litigation Trust

By: /s/ Daniel F.X. Geoghan
Daniel F.X. Geoghan
1325 Avenue of the Americas, 19th Fl.
New York, New York 10019
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THIS OBJECTION SEEKS TO DISALLOW, EXPUNGE, MODIFY, OR OTHERWISE AFFECT CERTAIN SCHEDULED CLAIMS AND FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAME(S) AND/OR CLAIM(S) ON THE EXHIBITS TO THE PROPOSED ORDER ANNEXED HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

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Daniel F.X. Geoghan

Counsel to the SunEdison Litigation Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	
	:	Chapter 11
SUNEDISON, INC., <i>et al.</i> ,	:	
	:	Case No. 16-10992 (DSJ)
Reorganized Debtors. ¹	:	
	:	(Jointly Administered)

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's tax identification number, are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE Minnesota Holdings, LLC (8926); SunE MN Development Holdings, LLC (5388); SunE MN Development, LLC (8669); Terraform Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Reorganized Debtors' corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

**SUNEDISON LITIGATION TRUST’S FOURTEENTH
OMNIBUS OBJECTION TO CLAIMS (§ 502(d) DISALLOWANCE)**

TO THE HONORABLE DAVID S. JONES
UNITED STATES BANKRUPTCY JUDGE:

Drivetrain, LLC, as trustee (the “**Trustee**”) on behalf of the SunEdison Litigation Trust (the “**Trust**”), by and through its undersigned counsel, hereby submits this omnibus claims objection (the “**Claims Objection**”), pursuant to section 502(d) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order, substantially in the form of the proposed order attached hereto as **Exhibit A** (the “**Proposed Order**”), disallowing and expunging certain scheduled and filed claims listed on **Exhibit 1** to the Proposed Order (collectively, the “**502(d) Disallowance Claims**”). As further described herein, the Trusts seeks this relief because it commenced avoidance actions against the claimants listed on Exhibit 1 (the “**Claimants**”) seeking to avoid and recover certain transfers pursuant to sections 547, 548 and 550 of the Bankruptcy Code, those Claimants failed to defend or otherwise participate in the litigation or mediation, the Trust obtained default judgements against the Claimants and the Claimants have not satisfied the judgments in any way. In support of this Claims Objection, the Trust submits the Declaration of Daniel F.X. Geoghan (the “**Geoghan Declaration**”), attached hereto as **Exhibit B**, and respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over this Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of these cases and the Claims Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are Section 502 of the Bankruptcy Code and Bankruptcy Rule 3007.

BACKGROUND

A. The Chapter 11 Cases.

3. Beginning on April 21, 2016 (the “**Petition Date**”), SunEdison, Inc. and its affiliated debtors (collectively, the “**Debtors**”) commenced voluntary cases under chapter 11 (the “**Chapter 11 Cases**”) of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

4. On July 20, 2016, August 1, 2016, and August 24, 2016, the Debtors filed their schedules of assets and liabilities (collectively, the “**Schedules**”) and statements of financial affairs.

5. On March 28, 2017, the Debtors filed the *Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates* [Docket No. 2671] (as amended from time to time, the “**Plan**”) which provides for, among other things, the establishment of the Trust.

6. On August 10, 2016, the Court entered the *Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof* [Docket No. 948] (the “**First Bar Date Order**”). On March 22, 2017, the Court entered the *Second Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof* [Docket. No. 2627] (the “**Second Bar Date Order**”). On May 16, 2017, the Court entered the *Third Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof* [Docket No. 3140] (the “**Third Bar Date Order**” and, together with the First Bar Date Order and the Second Bar Date Order, the “**Bar Date Orders**”).

7. On July 28, 2017, the Court entered the *Findings of Facts, Conclusions of Law and Order Confirming Second Amended Plan of Reorganization of SunEdison, Inc. and its*

Debtor Affiliates [Docket No. 3735] (the “**Confirmation Order**”), thereby approving the Plan and the GUC/Litigation Trust Agreement, dated as of December 29, 2017 (the “**Litigation Trust Agreement**”). On December 29, 2017, the Plan became effective [Docket No. 4495] (the “**Effective Date**”).

8. On the Effective Date, among other things, all of the Debtors’ rights, title and interests in the GUC/Litigation Trust Causes of Action (as defined in the Plan) were transferred to the Trust. The Trust also assumed responsibility for the claims reconciliation process, including with respect to the initiation and continuance of claims objection prosecution. Pursuant to the Litigation Trust Agreement, Drivetrain, LLC was appointed as the Trustee for the Trust.

B. The Adversary Proceedings.

9. Beginning in 2018, the Trust filed approximately 480 complaints (the “**Complaints**”) commencing adversary proceedings (the “**Adversary Proceedings**”) in this Court seeking (a) to avoid and recover preferential and/or fraudulent transfers pursuant to sections 547, 548 and 550 of the Bankruptcy Code and (b) disallowance of claims pursuant to section 502(d) of the Bankruptcy Code.

10. On May 18, 2018, the Court entered the *Order Granting SunEdison Litigation Trust’s Motion for an Order Establishing Procedures Governing Adversary Proceedings Pursuant to Sections 502, 547, 548 and 550 of the Bankruptcy Code* [Docket No. 5390] (the “**Avoidance Action Procedures Order**”) by which it approved and established mandatory mediation procedures, attached to the order as Exhibit “1” (the “**Avoidance Action Procedures**”), governing all the Trust’s avoidance actions in the Adversary Proceedings.

11. The Claimants are the defendants in certain of the Adversary Proceedings, which are identified by Adversary Proceeding Number in **Exhibit 1** to the Proposed Order. As

reflected on the docket for each of the applicable Adversary Proceedings,² the Claimants were duly served with process in accordance with Rule 7004 of the Bankruptcy Rules, Rule 4 of the Federal Rules Civil Procedure, and the Orders of this Court. Nevertheless, the Claimants failed to appear or otherwise defend themselves in their respective Adversary Proceedings.

12. Upon appropriate applications filed by the Trust in each matter, the Clerk of the Court entered default, and the Court thereafter entered a default judgment against each of the Claimants thereby establishing their liability for the amounts sought in the Complaints. The default judgments against the Claimants are identified by date and adversary docket number in **Exhibit 1** to the Proposed Order. As stated in the Geoghan Declaration, none of the Claimants have satisfied any portion of the default judgments entered against them.

RELIEF REQUESTED

13. Based on the facts above and for the reasons set forth below, the Trustee seeks entry of an order, pursuant Bankruptcy Code section 502(d) and Bankruptcy Rule 3007, disallowing and expunging the 502 Disallowance Claims set forth on **Exhibit 1** to the Proposed Order because the default judgments entered in the adversary proceedings against the Claimants have not been satisfied.

14. To the extent the grounds for objecting herein are beyond the scope of those set forth in Bankruptcy Rule 3007(d), the Trust requests permission to file this omnibus Claims Objection to ease the administrative and financial burdens attendant to filing separate objections to each of the claims herein on the same grounds.

² Pursuant to Federal Rules of Evidence 201(b), the Court may take judicial notice court documents and the contents of its docket. *See In re Magnesium Corp. of Am.*, 583 B.R. 637, 648 (Bankr. S.D.N.Y. 2018) (citing *Giraldo v. Kessler*, 694 F.3d 161, 164 (2d Cir. 2012) (court may take judicial notice of relevant matters of public record); *Rothman v. Gregor*, 220 F.3d 81 (2d Cir. 2000) (court may take judicial notice of court documents)).

BASIS FOR RELIEF

15. Bankruptcy Rule 3007(d) provides, in relevant part:

(d) Subject to subdivision (e), objections to more than one claim may be joined in an omnibus objection if all the claims were filed by the same entity, or the objections are based solely on the grounds that the claims should be disallowed, in whole or in part, because:

...

(5) they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order;

...

Fed. R. Bankr. P. 3007(d)(5).

16. The Trustee objects to each of the 502(d) Disallowance Claims based solely on the grounds that the claims should be disallowed pursuant to section 502 of the Bankruptcy Code, which provides, in pertinent part:

[T]he court shall disallow any claim of any entity from which property is recoverable under section [550] of this title or that is a transferee of a transfer avoidable under section [547 or 548] of this title, unless such entity or transferee has paid the amount . . . for which such entity or transferee is liable under section [550] of this title.

11 U.S.C. § 502(d).

17. “The purpose of section 502(d) of the Bankruptcy Code is to prevent entities, which hold property subject to turnover or avoidance, from receiving a distribution of estate assets until such property is first returned to the estate.” *In re Vivaro Corp.*, 541 B.R. 144, 154 (Bankr. S.D.N.Y. 2015). “This statute is a claims avoidance provision that requires bankruptcy courts to disallow claims to the extent that a creditor violates provisions of the Bankruptcy Code regarding voidable preferences and turnover actions.” *Id.* (citing cases). “Section 502(d) serves the policy goal of ensuring compliance with judicial orders.” *Id.*

18. When a claim objection is filed to disallow and expunge a claim based on section 502(d), “simply alleg[ing] the entity received an avoidable transfer,” is not enough. *Id.* at 147. Rather, “a judicial determination that the entity received an avoidable transfer is required.” *Id.* at 148. “The Court must be satisfied that the estate or estate representative has established a prima facie basis that the Claimants received and have not repaid avoidable transfers.” *Id.*; see also 4 COLLIER ON BANKRUPTCY ¶ 502.05[1] (“Section 502(d) is operative . . . when the trustee, having successfully avoided transfers under the sections dealing with the trustee’s avoidance powers, may proceed under section 550 . . .”). Once a claimant’s liability is determined for an avoidable transfer *in any* amount, however, the claimant’s entire pending claim must be disallowed in full. *See Vivaro Corp.*, 541 B.R. at 155.

19. Here, the Trust obtained default judgments in each of the Adversary Proceedings identified on **Exhibit 1**. Furthermore, as set forth in the Geoghan Declaration, none of the Claimants have paid, satisfied, or otherwise returned any portion of the default judgments entered against them. Therefore, the Trust has satisfied its burden to show a prima facie basis that the Claimants received and have not repaid avoidable transfers. *See Vivaro Corp.*, 541 B.R. at 148.³

20. Accordingly, the 502(d) Disallowance Claims listed on Exhibit 1 to the Proposed Order should be disallowed and expunged in their entirety.⁵

³ In addition to seeking the avoidance and recovery of transfers pursuant to sections 547, 548, and 550 of the Bankruptcy Code, the Complaints against the Claimants also sought to disallow their claims under section 502(d) of the Bankruptcy Code. The default judgments do not, however, currently provide for §502(d) relief to which it is entitled.

⁵ The relief sought herein is appropriate regardless of whether the 502(d) Disallowance Claims are currently held by the original Claimant or a purchaser or assignee of such claim. *See In re Firestar Diamond, Inc.*, 615 B.R. 161, 166 (Bankr. S.D.N.Y. 2020), *reverse on other grounds, In re Firestar Diamond, Inc.*, 627 B.R. 804, 808 (S.D.N.Y. 2021); *In re Metiom Inc.*, 301 B.R. 634 (Bankr. S.D.N.Y. 2003).

RESERVATION OF RIGHTS

21. The Trustee expressly reserves the right to amend, and to file additional objections to any Claims which may be asserted against the Debtors. Without limiting the generality of the foregoing, the Trustee specifically reserves the right to amend, modify, or supplement the Claims Objection, file additional papers in support of this Claims Objection, or take other appropriate actions, including to: (a) respond to any allegation or defense that may be raised in a response filed by or on behalf of any of the claimants or other interested parties; (b) object further to any Claims for which a claimant provides (or attempts to provide) additional documentation or substantiation; and (c) object further to any of the Claims addressed herein based on additional information that may be discovered upon further review by the Trustee, the Trust, or the Debtors or through discovery pursuant to the Bankruptcy Rules.

SEPARATE CONTESTED MATTER

22. To the extent that a response is filed regarding any Claim and the Trustee is unable to resolve any such response, each such Claim, and the Claims Objection as it pertains to such Claim, will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, to the extent applicable. Further, the Trustee requests that any order entered by the Court granting the relief requested in this Claims Objection be deemed a separate order with respect to each Claim.

NOTICE

23. Notice of this Claims Objection will be given to (a) the Reorganized Debtors, (b) the Office of the United States Trustee; (c) counsel to the Tranche B Lenders (as defined in the DIP Credit Agreement) and the steering committee of the second lien creditors; (d) the U.S. Attorney for the Southern District of New York; (e) counsel to TerraForm Power, Inc. and TerraForm Global, Inc.; (f) the Internal Revenue Service; (g) the Securities and Exchange Commission; (h) the Claimants listed on **Exhibit 1** to the Proposed Order; and (i) all parties listed

on the Master Service List. In light of the nature of the relief requested, the Trust respectfully submits that no other or further notice of this Claims Objection need be provided.

NO PRIOR REQUEST

24. No previous application for the relief sought herein has been made by the Trustee to this or any other Court.

WHEREFORE the Trustee respectfully requests that the Court enter an order, substantially in the form of the Proposed Order, granting the relief requested herein and such other or further relief as the Court deems just and proper.

Dated: New York, New York
November 15, 2021

COLE SCHOTZ P.C.
Counsel to Plaintiff SunEdison Litigation Trust

By: /s/ Daniel F.X. Geoghan
Daniel F.X. Geoghan
1325 Avenue of the Americas, 19th Fl.
New York, New York 10019
Telephone: (212) 752-8000
Facsimile: (212) 752-8393

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
:
SUNEDISON, INC., *et al.*, : Case No. 16-10992 (DSJ)
:
Debtors.¹ : (Jointly Administered)

**ORDER APPROVING SUNEDISON LITIGATION TRUST’S FOURTEENTH
OMNIBUS OBJECTION TO CLAIMS**

Upon the objection, dated November 15, 2021 (the “**Claims Objection**”)³ of Drivetrain, LLC, as trustee on behalf of the SunEdison Litigation Trust (the “**Trust**”), seeking entry of an order, pursuant to Section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, disallowing and expunging certain claims identified on **Exhibit 1** annexed hereto (the “**Claims**”); and it

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² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Claims Objection.

appearing that the Court has jurisdiction over the Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and good and sufficient notice of the Claims Objection having been given and no other or further notice of the Claims Objection being necessary; and upon the hearing conducted before the Court to consider the Claims Objection (the “**Hearing**”); and upon the record made at the Hearing; and upon all of the prior proceedings had herein; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The relief requested in the Claims Objection is granted to the extent provided herein.
2. The treatment of the Claims Objection as an omnibus objection is approved.
3. The 502 Disallowance Claims identified on **Exhibit 1** attached hereto are hereby disallowed and expunged in their entirety pursuant to section 502(d) of the Bankruptcy Code.
4. Each 502 Disallowance Claim and the objection by the Trust to each 502(d) Disallowance Claim set forth on **Exhibit 1** constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each Claim. Any stay of this Order shall apply only to the contested matter that involves such creditor and its Claim and shall not act to stay the applicability or finality of this Order with respect to the other contested matters and corresponding Claim.
5. The claims agent retained in the Debtors’ Chapter 11 Cases is authorized to reflect the foregoing on the official claims register maintained for the Debtors’ cases.

6. The terms and conditions of this Order are effective immediately upon entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2021
New York, New York

Honorable David S. Jones
United States Bankruptcy Judge

Exhibit 1
Schedule of 502 Disallowance Claims

No.	Claims to be Disallowed and Expunged			Default Judgment		
	Claimant Name	Claim No.	Claim Amount	Adv. Pro. No.	Default Judgment Entered	Docket No.
1	Accent Services, LLC	195	\$22,742.36	18-01115	11/15/2019	DI 16
2	Accent Design & Landscaping	403509	\$22,742.17			
3	APPLUS (SHANGHAI) QUALITY INSPECTION CO; LTD	668	\$96,023.45			
4	Applus (Shanghai) Quality Inspection Co., Ltd	669	\$27,022.20			
5	Applus (Shanghai) Quality Inspection Co., Ltd.	2346	\$17,004.00	18-01483	1/29/2020	DI 18
6	Applus (Shanghai) Quality Inspection Co., Ltd.	2387	\$101,058.63			
7	Applus (Shanghai) Quality Inspection Co., Ltd.	6160	\$108,625.55			
8	APPLUS (SHANGHAI) QUALITY INSPECTION CO., LTD.	6162	\$25,326.70			
9	APPLUS (SHANGHAI) QUALITY INSPECTION CO., LTD	6163	\$22,850.40	18-01485	11/19/2019	DI 16
10	Arizona Solar Wave	385	\$45,832.95			
11	Arizona Solar Wave-NVT	405597	\$15,724.28			
12	BBOSCH S.A.	549725	\$142,935.49			
13	Kingsley, Bruce W.	403028	\$5,104.17	18-01257	11/20/2019	DI 16
14	Build Native, Inc.	403105	\$2,100.00	18-01050	11/15/2019	DI 18
15	Far East Cable Co., Ltd	549782	\$35,034.36	18-01488	11/19/2019	DI 18
16	FirstMark Advantage, LLC	135	\$41,784.04	18-01489	11/19/2019	DI 19
17	FirstMark Advantage, LLC	136	\$46,524.54			
18	FirstMark Advantage, LLC - Authorized Installer-NVT	405161	\$4,049.68			
19	FirstMark Advantage, LLC-NVT	405162	\$2,856.18			
20	Five Star Impact	405164	\$3,640.00	18-01402	11/18/2019	DI 19
21	Forlexco-NVT	405255	\$1,174.50	18-01490	11/19/2019	DI 19
22	Perez Gundin, Francisco J	3939	\$0.00*	18-01416	11/18/2019	DI 18
23	Perez Gundin, Francisco J	4023	\$0.00*			
24	Global Power Gas & Electric LLC – Light Wing-NVT	405469	\$2,000.00			
25	Global Power Gas & Electric LLC-NVT	405470	\$2,835.00			
26	Global Power Gas & Electric LLC-SOLAR	405471	\$9,834.84	18-01215	11/15/2019	DI 20
27	GreenBiz Group, Inc.	405545	\$22,000.00			
28	Hwang Mok Park PC	2304	\$23,364.85			
29	INDUSTRIAL SPECIALTY SERVICES	403568	\$6,108.00			
30	INTERNATIONAL EQUIPMENT LEASING INC	403685	\$31,306.83	18-01302	11/15/2019	DI 19
31	IP Daniel Engineers & Contractors, Inc.	403685	\$31,306.83	18-01303	11/15/2019	DI 20
32	MC Tech (Young dae Lim)	3250	\$575,161.28	18-01450	11/17/2020	DI 28
33	MCtech	932	\$43,605.00	18-01495	11/19/2019	DI 16
34	Northeast Solar Services-NVT	549788	\$62,791.20			
35	ORBIS TERRARUM PROJECTS S.L	404178	\$89,152.29			
36	Orbis Terrarum Projects	218	\$65,508.17			
37	Prime Solar Source, LLC	405165	\$44,534.11	18-01147	11/15/2019	DI 16
38	Prime Source Solar LLC	3958	\$1,169,916.28			
39	Prime Source Solar LLC	404237	\$416,700.25			
40	PV Guru Inc.-SOLAR	404238	\$74,076.07			
41	Red River Island View LLC	404251	\$72,882.14	18-01451	11/18/2019	DI 20
42	RENEW ENERGY GROUP 47-3093541	404282	\$16,048.47	18-01159	11/15/2019	DI 17
43	Renew Energy Group	819	\$1,049,069.53	18-01452	11/18/2019	DI 19
44	Renew Energy Group-NVT	2233	\$1,993,724.53*			
45	Shanghai Zhichuan Electronic Tech Co., Ltd	404297	\$23,010.00			
46	Ellard, Sandy	549722	\$6,146.00			
47	SunFusion Solar	1751	\$61,765.86	18-01502	6/22/2021	DI 17
48	SunFusion Solar Electric, Inc	1752	\$61,765.86			
49	SunFusion Solar Electric, Inc-SOLAR	1753	\$61,765.86			
		403952	\$33,464.60			

Exhibit 1
Schedule of Default Judgement Claims

No.	Claimant Name	Claim No.	Claim Amount	Adv. Pro. No.	Default Judgment Entered	Docket No.
50	Sungju Co.,Ltd	549800	\$720,834.21	18-01507	2/16/2021	DI 13
51	Sunlight Solar Energy-NVT	403955	\$16,617.60	18-01508	11/19/2019	DI 18
52	Sustainable Energy Systems LLC	2244	\$472,371.26	18-01509	11/19/2019	DI 20
53	Sustainable Energy Systems, LLC- Solar	3323	\$472,371.26			
54	Sustainable Energy Systems, LLC-NVT	403962	\$195,629.10			
55	Synergy Innovations Pte Ltd	6161	\$403,656.34	18-01469	2/26/2021	DI 25
56	Thunderbird Logistics	403850	\$2,874.96	18-01133	11/15/2019	DI 18
57	TKHVAC Electrical Services	533	\$102,485.34	18-01335	11/18/2019	DI 17
58	TKHVAC & Electrical Services	403857	\$3,861.00			
	TUV SUD Certification and Testing (China) Co., Ltd. Shanghai Branch	215	\$80,874.84	18-01313	6/16/2020	DI 22
59	TUV-SUD South Asia Pvt. Ltd.	264	\$5,555,008.11			
60	TUV SUD Cert & Test China SHH	404108	\$76,104.84			
61	Woongjin Energy Co., Ltd.	2588	\$21,433.51*	18-01387	10/18/2021	DI 30
62	Woongjin Energy Co., Ltd.	2602	\$442,304.03*			
63	Woongjin Energy Co., Ltd.	6113	\$12,500,000.00			

* Indicates claim contains contingent, unliquidated and/or undetermined amounts.

Exhibit B

Geoghan Declaration

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Counsel to the SunEdison Litigation Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	
	:	Chapter 11
SUNEDISON, INC., <i>et al.</i> ,	:	
	:	Case No. 16-10992 (DSJ)
Reorganized Debtors. ¹	:	
	:	(Jointly Administered)
	:	

**DECLARATION OF DANIEL F.X. GEOGHAN
IN SUPPORT OF SUNEDISON LITIGATION TRUST'S
FOURTEENTH OMNIBUS OBJECTION TO CLAIMS (§ 502(d) DISALLOWANCE)**

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's tax identification number, are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE Minnesota Holdings, LLC (8926); SunE MN Development Holdings, LLC (5388); SunE MN Development, LLC (8669); Terraform Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Reorganized Debtors' corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

I, DANIEL F. X. GEOGHAN, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am a member of the firm of Cole Schotz P.C. (“**Cole Schotz**”), attorneys for SunEdison Litigation Trust (the “**Trust**”) in the above-captioned chapter 11 proceeding, and plaintiff in approximately 480 adversary proceedings (the “**Adversary Proceedings**”) before this Court, seeking, as further described below, to avoid and recover transfers, as well as the disallowance of claims. I have responsibility for the day-to-day prosecution and administration of the Adversary Proceedings by and through my firm’s representation of the Trust and Trustee. As such, I am fully familiar with the facts stated below.

2. I submit this declaration in support of *SunEdison Litigation Trust’s Fourteenth Omnibus Objection to Claims (§ 502(d) Disallowance)* (the “**Claims Objection**”),² to supplement the facts set forth in the Claims Objection regarding the circumstances surrounding the Court’s entry of default judgment against the Claimants.

3. Beginning in 2018, the Trust filed approximately 480 complaints commencing the Adversary Proceedings in this Court seeking (a) to avoid and recover preferential and/or fraudulent transfers pursuant to sections 547, 548 and 550 of the Bankruptcy Code and (b) disallowance of claims pursuant to section 502(d) of the Bankruptcy Code.

4. The Claimants are all defendants in Adversary Proceedings where the Court entered default judgment in favor of the Trust.

² Capitalized terms used but not defined herein shall have the meanings assigned to them in the Claims Objection.

5. As reflected on the docket for each of the applicable Adversary Proceedings,³ the Claimants were duly served with process in accordance with Rule 7004 of the Bankruptcy Rules, Rule 4 of the Federal Rules Civil Procedure, and the Orders of this Court. Nevertheless, the Claimants failed to appear or otherwise defend themselves in their respective Adversary Proceedings.

6. Upon appropriate applications filed by the Trust in each matter, and in compliance with Rule 7055 of the Bankruptcy Rules of Procedure and Rule 55 of the Federal Rules of Civil Procedure, the Clerk of the Court entered default. Thereafter, the Court entered a default judgment against each of the Claimants thereby establishing their liability for the amounts sought in the respective complaint.

7. To date, none of the Claimants have satisfied any portion of the default judgments entered against them.

8. Accordingly, the Trust seeks the entry of an order, pursuant to Bankruptcy Code section 502(d) and Bankruptcy Rule 3007, disallowing and expunging the scheduled and filed 502(d) Disallowance Claims.

I hereby certify that the above statements made by me are true and accurate. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

/s/ Daniel F. X. Geoghan
Daniel F. X. Geoghan, Esq.

DATED: November 15, 2021

³ Pursuant to Federal Rules of Evidence 201(b), the Court may take judicial notice court documents and the contents of its docket. *See In re Magnesium Corp. of Am.*, 583 B.R. 637, 648 (Bankr. S.D.N.Y. 2018) (citing *Giraldo v. Kessler*, 694 F.3d 161, 164 (2d Cir. 2012) (court may take judicial notice of relevant matters of public record); *Rothman v. Gregor*, 220 F.3d 81 (2d Cir. 2000) (court may take judicial notice of court documents)).